

08-09-2000



FORM PTO-1594
(Rev 5-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101426550

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

REALESTATE.COM, INC.

Individual(s) citizenship:

7-17-00

Association:

General Partnership:

Limited Partnership:

Corporation - State: DELAWARE

Other:

Additional name(s) of conveying party(ies) attached? [] Yes [X] No

3. Nature of Conveyance:

[] Assignment

[] Merger

[X] Security Agreement

[] Change of Name

[] Other

Execution Date: June 14, 2000

2. Name and address of receiving party(ies):

Name: SAND HILL CAPITAL II, L.P.

Address: 3000 SAND HILL ROAD, BLDG. 2, SUITE 110

City: MENLO PARK State: CA Zip: 94025

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other: a California chartered bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

75/915,786 75/681,517 75/718,994

76/041,105 76/041,054 76/041,055

76/040,543 76/040,558 76/041,160

76/041,163 76/041,104 76/040,527

76/041,159 76/041,155 76/041,171

76/041,103 76/040,561 76/041,157

B. Trademark Registration No.(s)

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Erin O'Brien

Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41) \$465.00

[] Enclosed

[X] Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Erin O'Brien

July 13, 2000

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 12

Mail Documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records

1213 Jefferson Davis Highway, 3rd Floor

Arlington, VA 22202

08/08/2000 MTHA11 00000164 75915786

01 FC:481
02 FC:482

40.00 OP
425.00 OP

PA\10051776.1
1191271-906900

TRADEMARK
REEL: 002117 FRAME: 0732

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of June 14, 2000 by and between SAND HILL CAPITAL II, L.P. ("Sand Hill") and REALESTATE.COM, INC., a Delaware corporation ("Borrower").

RECITALS

Sand Hill and Borrower are parties to that certain loan agreement of even date (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Sand Hill a security interest in the Collateral.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

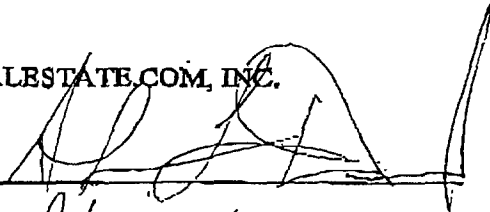
To secure performance of its obligations under the Loan Agreement, Borrower grants to Sand Hill a security interest in all of Borrower's right, title and interest in Borrower's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

REALESTATE.COM, INC.

3333 Peachtree Road NE, Suite 400
Atlanta, GA 30326

By: 

Title: Chairman

Attn: Robert C. Aldworth

Address of Sand Hill:

SAND HILL CAPITAL II, L.P.

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025
Attn: Robert Johnson

By: 

Title: Principal

EXHIBIT A

Copyrights

Title

Registration Number

Date of Registration

COPYRIGHT APPLICATION	Appl. No.	Filing Date	Status
RealEstate.com, Internet Web Site Version 1 (9901-28516)	T/R/A	3/24/00	<ul style="list-style-type: none"> • Awaiting registration from Copyright Office.

TRADEMARK

REEL: 002117 FRAME: 0735

EXHIBIT B

Patents

PA10040083.1
1191271-900000

TRADEMARK
REEL: 002117 FRAME: 0736

PATENT APPLICATIONS	Appln. No.	Filing Date	Status
Non-Provisional Patent Application for: <i>Mortgage Auction Process Model (9901-29103)</i>	T/B/A	4/28/00	<ul style="list-style-type: none"> Awaiting Official Filing Receipt from PTO.
PCT Patent Application for: <i>Mortgage Auction Process Model (9901-29103 PC)</i>	PCT/US00/11897	4/28/00	<ul style="list-style-type: none"> Must file corrected drawings by 7/6/00. Must file Article 19 Amendment.
Provisional Patent Application for: <i>RealEstate.com's My Home Planner</i>	60/177,626	1/24/00	<ul style="list-style-type: none"> Can be converted to non-provisional patent application by 1/24/01

TRADEMARK

EXHIBIT C

Trademarks

Description

Serial Number

Application Date

Mark Goods/Services	Appln. No.	Filing Date	STATUS
<p>Mark: AGENTPLUS (9901-28183)</p> <p>INTENT TO USE</p> <p>On-line professional real estate web site services including web site hosting in International Class 042</p>	75/915,786	2/9/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: REALESTATE.COM (and Design) 9901-28277</p> <p>Date of First Use: February 15, 1999</p> <p>Real estate mortgage, lending and valuation services in International Class 036.</p>	75/681,517	4/12/1999	<ul style="list-style-type: none"> • Office Action issued by the Trademark Office dated October 20, 1999. • Response to Office Action filed December 13, 1999. • Notice of Publication March 17, 2000. • Published for Opposition April 18, 2000. • Notes: Merger documents filed with USPTO on May 3, 2000; awaiting recordation documents.
<p>Mark: REALESTATE.COM. (9901-28278)</p> <p>Date of First Use: February 15, 1999</p> <p>Real estate mortgage, lending and valuation services in International Class 036.</p>	75/718,994	6/7/1999	<ul style="list-style-type: none"> • Office Action issued by the Trademark Office dated December 8, 1999. • Response to Office Action due June 8, 2000. • Response and Amendment filed April 24, 2000. • Notes: Merger documents filed with USPTO on May 3, 2000; awaiting recordation documents.

Mark Goods/Services	Appl. No.	Filing Date	Status
<p>Mark: THE OFFICIAL PORTAL OF THE REAL ESTATE INDUSTRY (9901-28551)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,105	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: LENDER PLUS. (9901-28553)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,054	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: LENDING PLUS (9901-28558)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,055	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

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Mark Goods/Services	Appln. No.	Filing Date	Status
<p>Mark: FINANCIAL PLANNER PLUS (9901-28554)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/040,543	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: SPEED TO QUALITY (9901-28555)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/040,558	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: INSURANCE AGENT PLUS (9901-28556)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,160	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

Mark Goods/Services	Appln. No.	Filing Date	Status
<p>Mark: MORTGAGE BROKER PLUS (9901-28557)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	<p>76/041,163</p>	<p>5/4/00</p>	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: MORTGAGE AUCTION (9901-28559)</p> <p>DATE OF FIRST USE: April 3, 1999</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	<p>76/041,104</p>	<p>5/4/00</p>	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: COMMERCIAL PLUS (9901-28560)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	<p>76/040,527</p>	<p>5/4/00</p>	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

Mark Goods/Services	Appl. No.	Filing Date	Status
<p>Mark: TRANSACTION PLUS (9901-28563)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,159	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: MY HOME PLANNER (9901-29270)</p> <p><i>Date of First Use: April 3, 1999</i></p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,155	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: MORTGAGE AUCTION PLUS (9901-29480)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,171	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt

Mark Goods/Services	Appl. No.	Filing Date	Status
<p>Mark: BANKER PLUS (9901-29478)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for bankers in International Class 042.-</i></p>	76/041,103	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: BANKING PLUS (9901-29477)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for bankers in International Class 042.-</i></p>	76/040,561	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt
<p>Mark: APPRAISER PLUS (9901-29479)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,157	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt

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